

RECORDATION NO. 24834-D FILED

AUG 08 '05

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SURFACE TRANSPORTATION BOARD

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August 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of July 26, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease previously filed with the Board under Recordation Number 24834.

The name and address of the party to the enclosed document are:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062

[Lessee: MHF-LS Equipment Inc.
800 Cranberry Woods Drive
Suite 450
Cranberry Township, Pennsylvania 16066]

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MEMORANDUM OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Midwest Railcar Corporation, an Illinois corporation (the "Lessor"), for good and valuable consideration the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests (including without limitation any rights and interests as lessor and any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to, or pursuant to, Schedule #4 to the Full Service Master Lease Agreement dated January 27, 2004, each by and between Lessor, as lessor, and MHF-LS Equipment, Inc., as lessee, (collectively, the "Lease") pursuant to which Lease the Lessor leased to the Lessee twenty (20) gondolas more specifically described on Schedule A attached hereto.

The Lease was recorded with the Surface Transportation Board on February 27, 2004 under Recordation No. 24834

Dated as of this 26th day of July, 2005.

MIDWEST RAILCAR CORPORATION

By: Richard M. MurphyRichard M. Murphy
PresidentSTATE OF MINNCity OF ELK RIVER

) SS:

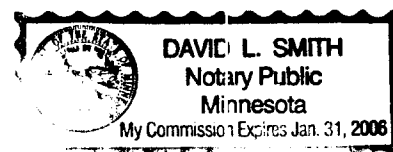
I, a Notary Public in and for said City/County, in the State aforesaid, DO HEREBY CERTIFY that Richard M. Murphy of Midwest Railcar Corporation, personally known to me or to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he or she signed said instrument as the free and voluntary act of Midwest Railcar Corporation for the uses and purposes therein set forth.

Given my hand and notarial seal this 26 day of July, 2005.

David L. Smith

Notary Public

My Commission Expires: 1-31-06



Schedule A

DESCRIPTION OF EQUIPMENT

Twenty (20), National Steel-built, 4400 c.f., 100-ton bathtub gondolas with 263,000 lb GRL and equipped with top chord modification with the reporting following marks:

MWCX 100406 – MWCX 100425